

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re

WORLDCOM, INC., et al.,

Debtors.
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Chapter 11 Case No.
02-13533 (AJG)

(Jointly Administered)

**ORDER FIXING DATE AND TIME OF HEARING TO
CONSIDER THE MOTION OF THE DEBTORS PURSUANT TO
SECTIONS 363(b) AND 105(a) OF THE BANKRUPTCY CODE FOR
AUTHORIZATION TO ESTABLISH A KEY EMPLOYEE RETENTION PLAN**

Upon the motion, dated October 18, 2002 (the "Motion"), filed by WorldCom, Inc. and certain of its direct and indirect subsidiaries, as debtors and debtors in possession (collectively, "WorldCom" or the "Debtors"), for an order pursuant to sections 363(b) and 105(a) of title 11 of the United States Code authorizing the Debtors to establish a key employee retention plan, as more fully set forth in the Motion; and upon the Declaration of Marcia L. Goldstein, Esq., a member of Weil, Gotshal & Manges LLP, attorneys for the Debtors, certifying the necessity for relief on an expedited basis (the "Goldstein Declaration"); and after due deliberation, and good and sufficient cause appearing therefor, it is

ORDERED that a hearing to consider the Motion shall be held before the Honorable Arthur J. Gonzalez, United States Bankruptcy Judge, in Room 523 of the United States Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004, on **October 29, 2002 at 10:00 a.m.** (the "Hearing"), or as soon thereafter as counsel may be heard; and it is further

ORDERED that on or before October 18, 2002, the Debtors shall serve a copy of this Order upon all parties included in the Service List maintained pursuant to the

Case Management Order, dated July 29, 2002, and such service shall be deemed good and sufficient service and notice of this Order, the Hearing, and all proceedings to be held thereon; and it is further

ORDERED that responses or objections to the Motion, if any, must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, and shall be filed with the Bankruptcy Court electronically in accordance with General Order M-242 (General Order M-242 and the User's Manual for the Electronic Case Filing System can be found at www.nysb.uscourts.gov), by registered users of the Bankruptcy Court's case filing system and, by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect or any other Windows-based word processing format (with a hard-copy delivered directly to Chambers), and shall be served in accordance with General Order M-242 upon (i) the Debtors, 1133 19th Street, Washington, D.C. 20036, Attention: Michael Salsbury, Esq., General Counsel, (ii) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153, Attention: Christopher Marcus, Esq., attorneys for the Debtors; (iii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st floor, New York, New York 10004, Attention: Mary Elizabeth Tom, Esq.; (iv) Akin Gump Strauss Hauer & Feld, LLP, 590 Madison Avenue, New York, New York 10022, Attention: Daniel Golden, Esq., attorneys for the statutory committee of creditors; (v) Kirkpatrick & Lockhart LLP, 1800 Massachusetts Avenue, Washington, DC 20036, Attention: Richard Thornburgh, Esq. attorneys for the examiner in these chapter 11 cases; and (e) Shearman & Sterling, 599 Lexington Avenue, New York, New York 10022, Attention: Douglas Bartner, Esq. and Marc B. Hankin, Esq., attorneys for

the Debtors' postpetition lenders, and shall be filed with the Clerk of the United States Bankruptcy Court for the Southern District of New York, in each case so as to be received no later than October 28, 2002, at 4:00 p.m. (Eastern Time).

Dated: New York, New York
October 18, 2002

s/ Arthur J. Gonzalez
THE HONORABLE ARTHUR J. GONZALEZ
UNITED STATES BANKRUPTCY JUDGE